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February 21, 2001

**VIA HAND DELIVERY**

Mr. K. David Waddell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**Re: Amendment to the Application of Memphis Network, LLC for  
a Certificate of Public Convenience and Necessity to Provide  
Intrastate Telecommunications Services and Joint Petition of  
Memphis Light, Gas and Water Division, a Division of the  
City of Memphis, Tennessee ("MLGW") and A&L Networks -  
Tennessee, LLC ("A&L") for Approval of Agreement Between  
MLGW and A&L Regarding Joint Ownership of  
Memphis Network, LLC  
Docket No. 99-00909**

Dear Mr. Waddell:

Enclosed for filing please find the original and thirteen (13) copies of Tennessee Cable Telecommunications Association, Time Warner Communications of the Mid-South, Inc. and Time Warner Telecom of the Mid-South, L.P.'s Supplement to Motion to Compel Responses to Data Requests in the above-referenced docket. Copies are being served on parties of record.

If you have any questions, please contact me.

Very truly yours,

**FARRIS MATHEWS BRANAN  
BOBANGO & HELLEN PLC**

*Charles B. Welch, Jr.*

Charles B. Welch, Jr.

CBW:lw  
Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

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**IN RE:**

**APPLICATION OF MEMPHIS NETWORKX, LLC  
FOR A CERTIFICATE OF PUBLIC CONVENIENCE  
AND NECESSITY TO PROVIDE INTRASTATE  
TELECOMMUNICATION SERVICES AND JOINT  
PETITION OF MEMPHIS LIGHT GAS & WATER  
DIVISION, A DIVISION OF THE CITY OF  
MEMPHIS, TENNESSEE ("MLGW") AND A&L  
NETWORKS-TENNESSEE, LLC ("A&L") FOR  
APPROVAL OF AGREEMENT BETWEEN MLGW  
AND A&L REGARDING JOINT OWNERSHIP OF  
MEMPHIS NETWORKX, LLC.**

**Docket No. 99-00909**

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**SUPPLEMENT TO MOTION TO COMPEL RESPONSES  
TO DATA REQUESTS SUBMITTED  
BY TENNESSEE CABLE TELECOMMUNICATIONS ASSOCIATION  
TIME WARNER COMMUNICATIONS OF THE MID-SOUTH, INC., AND  
TIME WARNER TELECOM OF THE MID-SOUTH, L.P.**

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**COMES NOW** Intervenor, Tennessee Cable Telecommunications Association ("TCTA") and Time Warner Communications of the Mid-South, Inc. and Time Warner Telecom of the Mid-South, L.P. ("Time Warner"), pursuant to the Order Directing Supplemental Filings entered by the Tennessee Regulatory Authority ("TRA") on February 16, 2001, and timely supplement their Motion to Compel Responses to Data Requests served upon Applicant, Memphis Networkx, L.L.C. ("Memphis Networkx"), and the Joint Petitioners, Memphis Light, Gas & Water ("MLGW"), A&L Networks-Tennessee, LLC ("A&L") and Memphis Broadband, LLC ("Memphis Broadband"). As directed by the TRA's Order, TCTA and Time Warner hereby supply the date and number of earlier Data Requests by TCTA and Time Warner, Data Requests by the TRA Staff and documents

requested of Applicant and Joint Petitioners by subpoenas duces tecum to which any current request seeks updated information.

1. Data Request No. 4 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 39 (listed below):

Data Request No. 39 (filed March 1, 2000): Identify and provide a list of A&L shareholders (or comparable investors if not organized as a traditional corporation), including, but not limited to A&L Construction, A&L Underground, and A&L-Tennessee, L.L.C.

2. Data Request No. 4 (filed February 5, 2001) also seeks updated information from previously-filed Data Request No. 40 (listed below):

Data Request No. 40 (filed March 1, 2000): Identify and provide a list of A&L's board of directors (or the people who manage the business and its affairs, if not organized as a traditional corporation), including, but not limited to, A&L Construction, A&L Underground, and A&L-Tennessee, L.L.C.

3. Data Request No. 5 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 54 (listed below) and documents (listed at No. 1) to be provided by subpoena duces tecum to MLGW records custodian, Memphis Networkx, L.L.C. records custodian and A&L records custodian(listed below):

Data Request No. 54 (filed March 1, 2000): Describe the changes, if any, to the business plan and equity investments, described in the November 19, 1999 letter to John McCullough from David Bowling, the Acting Director for the Comptroller of the Treasury. Please provide copies of both the original and revised plans. (See document identified as Attachment "C").

Documents (listed at No. 1) to be provided by subpoena (filed April 20, 2000): All reports, business plans, studies, and documents, which relate to the need for additional telecommunications services in Memphis and the Arthur D. Little, Inc. studies or reports, including appendices.

4. Data Request No. 10 (filed February 5, 2001) seeks updated information from previously-filed documents (listed at No. 2) to be provided by subpoena duces tecum to MLGW records custodian, Memphis Networkx, L.L.C. records custodian and A&L records custodian (listed below):

Documents (listed at No. 2) to be provided by subpoena (filed April 20, 2000): All financial and accounting records, back-up and underlying documentation which support any receipt, disbursement, adjustment, allocation, payment, credit, or transfer by, between, or among the following entities: Memphis Light Gas & Water (electric and telecom divisions), Memphis Networkx, L.L.C. and A&L Networks-Tennessee, L.L.C. This request applies to all entities and to payments made by any of these entities.

5. Data Request No. 12 (filed February 5, 2001) seeks updated information from previously-filed documents (listed at No. 6) requested by subpoena duces tecum to MLGW records custodian (listed below):

Documents (listed at No. 6) to be provided by subpoena (filed April 20, 2000): Copies of any contract, or other document to provide services, goods or equipment to Memphis Networkx, L.L.C.

6. Data Request No. 15 (filed February 5, 2001) seeks updated information from previously-filed TRA Staff Data Request No. 17 (listed below):

TRA Staff Data Request No. 17 (filed May 4, 2000): Does A&L Underground or any affiliate presently own any installed conduit or rights-of-way that will eventually be used by, transferred or sold to MLG&W or Memphis Networkx, LLC within the next 3 years? If so, please explain how the price of the conduit or rights-of-way will be determined.

7. Data Request No. 18 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 4 (listed below):

Data Request No. 4 (filed March 1, 2000): Please identify and provide any and all Documents regarding the amount of joint and common costs incurred by MLGW during FY 1998, FY 1999, and for the first two months of 2000.

8. Data Request No. 19 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 5 (listed below):

Data Request No. 5 (filed March 1, 2000): Please identify and provide any and all Documents showing the dollar amount of joint and common costs allocated to each division of MLGW during FY 1998, FY 1999, and the first two months of 2000.

9. Data Request No. 20 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 6 (listed below):

Data Request No. 6 (filed March 1, 2000): Please identify and provide any and all Documents showing the balance of all organizational expenses incurred by or on behalf of Memphis Networkx through March 1, 2000.

TRA Staff Data Request No. 34 (filed May 4, 2000): Provide a copy of Memphis Networkx's chart of accounts.

10. Data Request No. 21 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 7 (listed below):

Data Request No. 7 (filed March 1, 2000): Please identify and provide any and all Documents showing the total payments made to managerial consultants, technical consultants, and legal counsel by or on behalf of Memphis Networkx as of March 1, 2000. Identify the account to which these expenditures have been or will be classified.

11. Data Request No. 31 (filed February 5, 2001) seeks updated information from previously-filed Data Request No. 46 (listed below):

Data Request No. 46 (filed March 1, 2000): Identify, describe and provide any and all Documents Memphis Networkx, A&L, and/or MLGW may have prepared indicating the economic viability of the Memphis Networkx venture.

12. Data Request No. 31 (filed February 5, 2001) also seeks updated information from previously-filed Data Request No. 35 (listed below):

Data Request No. 35 (filed March 1, 2000): Describe in detail the business case developed by Memphis Networkx and its strategic parties, MLGW, finding that market conditions supported Memphis Networkx's entry into the telecommunication service industry, include any and all assumptions, data

analyses, and any other related Documents.

13. Data Request No. 37 (filed February 5, 2001) also seeks updated information from previously-filed TRA Staff Data Request No. 6 (listed below):

TRA Staff Data Request No. 6 (filed May 4, 2000): Please provide a detailed definition of the term "under served" customers mentioned in Specific Condition #6 of the Amendment to the Application and how the definition and term apply to telecommunications services offered to the public in Tennessee.

Pursuant to the directive of the Order Directing Supplemental Filings, TCTA and Time Warner make no additional arguments which do not address the deficiencies set out in the Order. However, TCTA and Time Warner reserve the right to compel answers and documentation responsive to Data Requests.

Respectfully submitted,

**FARRIS MATHEWS BRANAN  
BOBANGO & HELLEN PLC**

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## CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing on the parties listed below by placing same in U.S. Mail, postage prepaid, this the 21st day of February, 2001.

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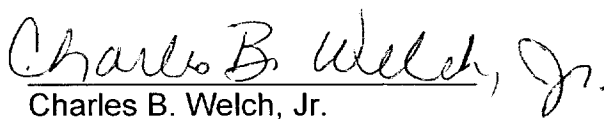
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